

m36296

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(Address)

(Address)

(City/State/Zip/Phone #)

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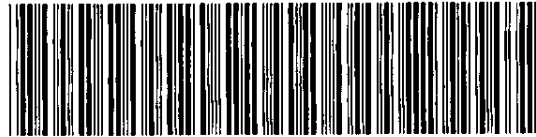
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF COURT
13 FEB 28 PM 3:44

EFFECTIVE DATE

March 1, 2013

Merger/CC
@ 3/1/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EM SIL ENTERPRISES, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

THOMAS OATES, ESQ.
Contact Person

LAW OFFICES OF OATES & OATES, P.A.
Firm/Company

1500 E. ATLANTIC BLVD, SUITE B
Address

POMPANO BEACH, FL 33060
City/State and Zip Code

TOATES@POMPANOLAW.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

THOMAS OATES At (954) 942-6500
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

EFFECTIVE DATE
March 1, 2013

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>EM SIL ENTERPRISES, INC.</u>	<u>FLORIDA</u>	<u>M36296</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TRI LEASING CORPORATION</u>	<u>FLORIDA</u>	<u>P01000035437</u>
<u> </u>	<u> </u>	<u> </u>
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 03 / 01 / 2013 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 2/20/2013.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 2/20/2013.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
MAR 1 2013
PM 3:44
CLERK OF THE COURT
STATE OF FLORIDA

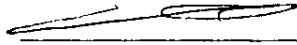
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

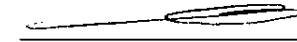
Typed or Printed Name of Individual & Title

EM SIL ENTERPRISES, INC.



MICHAEL SILVERI, PRESIDENT

TRI LEASING CORPORATION



MICHAEL SILVERI, PRESIDENT

PLAN OF MERGER
BY WHICH
EM SIL ENTERPRISES, INC.,
(a Florida corporation)
SHALL MERGE
TRI LEASING CORPORATION,
(a Florida corporation)

This Plan of Merger (the "Agreement" or "Plan of Merger") is made by and between EM SIL ENTERPRISES, INC., a Florida corporation, (hereinafter the "Surviving Corp.") and TRI LEASING CORPORATION, a Florida corporation, (hereinafter the "Disappearing Corp.") (collectively the "Constituent Corporations") and dated as of this 1st day of March, 2013, and is intended to supersede all previous oral or written agreements, if any, between the parties, with respect to its subject matter. This merger is being effected under this Plan of Merger ("Plan") in accordance with §§ 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

I. RECITALS

1. The Effective Date of this Plan of Merger shall be March 1, 2013.
2. The parties intend that the transactions qualify and meet the Internal Revenue Code requirements for a tax-free reorganization, in which there is no corporate gain or loss recognized by the parties, with reference to Internal Revenue Code (IRC) sections 354 and 368.

II. PLAN OF MERGER

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., as previously amended, and in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Bylaws. The Bylaws of Surviving Corp., as previously amended, and in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Bylaws of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue

as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

4.1 The Surviving Corporation shall have lawful title and ownership of the assets and other tangible and intangible property of the Constituent Corporations.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.110S(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be March 1, 2013.


8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger) the Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, The parties hereto, intending to be bound, hereby sign this Plan of Merger below as of the date first written above.

EM SIL ENTERPRISES, INC.

TRI LEASING CORP.


By Michael Silveri, President


By Michael Silveri, President